

## PRESS RELEASE

Helsingborg, 31 May 2021

**NORDIC**   
**WATERPROOFING**

# Notice of extraordinary general meeting of Nordic Waterproofing Holding AB (publ)

**The shareholders of Nordic Waterproofing Holding AB (publ), reg. no. 556839-3168, are hereby given notice that the extraordinary general meeting will be held on 24 June 2021.**

In order to prevent the spread of the virus causing covid-19, the board of directors has decided that the extraordinary general meeting shall be held without the physical presence of shareholders, proxies or external parties and that the shareholders shall have the opportunity to vote only by mail prior to the general meeting.

Information on the resolutions passed by shareholders will be disclosed on 24 June 2021, as soon as the outcome of the postal voting has been finally confirmed.

### Notification etc.

Those who wish to participate in the general meeting must:

- (i) be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances as per the record date of 16 June 2021; and
- (ii) give notice of intent to participate no later than 23 June 2021, by casting their postal vote in accordance with the instructions under the heading "Postal voting" below, so that the postal voting form is received by the company no later than that day.

In order to be entitled to participate in the meeting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the general meeting, register its shares in its own name at Euroclear Sweden AB so that the shareholder is listed in the share register as of the record date of 16 June 2021. Such re-registration may be temporary (so called voting rights registration), and request for such voting rights registration shall be made to the nominee, in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting right registration that have been made by the nominee no later than 18 June 2021, will be taken into account in the presentation of the share register.

### Postal voting

The board of directors has decided that shareholders should be able to exercise their voting rights only by postal voting in accordance with section 22 of the Act (2020:198) on Temporary Exceptions to Facilitate the Execution of General Meetings in Companies and Other Associations. A special form must be used for the postal vote. The form for postal voting is available on the company's website [www.nordicwaterproofing.com](http://www.nordicwaterproofing.com) and at the company's head office, Rönnowsgatan 12 in Helsingborg. Completed and signed forms for postal voting can be sent by mail to Nordic Waterproofing Holding AB, Rönnowsgatan 12, 252 25 Helsingborg (mark the envelope "Postal voting EGM 2021") or by email to [egm@nordicwaterproofing.com](mailto:egm@nordicwaterproofing.com). Completed forms must be received by the company no later than 23 June 2021.

The shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

### Proxies etc.

Shareholders who are casting postal votes via proxy should submit a power of attorney, dated and signed by the shareholder, together with the postal vote. Power of attorney forms are available on the company's website, [www.nordicwaterproofing.com](http://www.nordicwaterproofing.com) and at the company's head office, Rönnowsgatan 12 in Helsingborg. If the shareholder is a legal person, certificate of registration or other documents of authority shall be attached to the form.

**Proposed agenda**

1. Opening of the meeting
2. Election of chairman of the meeting
3. Election of one or two persons to approve the minutes
4. Preparation and approval of the voting list
5. Approval of agenda
6. Determination as to whether the meeting has been duly convened
7. Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2018 by reason of the previous resolution regarding LTIP 2018
8. Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2019 by reason of the previous resolution regarding LTIP 2019
9. Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2020 by reason of the previous resolution regarding LTIP 2020
10. Closing of the meeting

**Resolution proposals****Item 2: Election of chairman of the meeting**

The board of directors propose that attorney Henric Stråth, Moll Wendén Advokatbyrå, or, in his absence, any person appointed by him, is elected chairman of the meeting.

**Item 3: Election of one or two persons to approve the minutes**

Magnus Molin (Svolder AB), or the person appointed by the board of directors if he has an impediment to attend, is proposed to be elected to approve the minutes of the general meeting together with the chairman. The task of approving the minutes of the general meeting also includes verifying the voting list and that the advanced votes received are correct stated in the minutes of the general meeting.

**Item 4: Preparation and approval of the voting list**

The voting list proposed to be approved is the voting list prepared by Nordic Waterproofing Holding AB, based on the general meeting share register and received postal votes, controlled and checked by the person assigned to approve the minutes.

**Item 7: Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2018 by reason of the previous resolution regarding LTIP 2018**

The board of directors proposes that, in order to secure delivery of shares at exercise of the performance share rights in accordance with the previously resolved long-term incentive programme LTIP 2018, the general meeting resolves to transfer own shares to the participants in LTIP 2018 in accordance with below. The rationale for the board of directors' proposal is that, by reason of the merger with Nordic Waterproofing Holding A/S, a general meeting resolution is required to transfer shares in accordance with the programme.

Transfer of a maximum of 96,161 own shares may occur on the following terms and conditions:

- The right to receive shares shall, with deviation from the shareholders' preferential rights, be granted to the participants in LTIP 2018 with a right for each of the participants to receive no more than the maximum number of shares allowed under the terms and conditions for LTIP 2018. Furthermore, subsidiaries within the Nordic Waterproofing-group shall have the right to, free of consideration, receive shares, whereafter such a subsidiary shall be obliged to immediately, free of consideration, transfer such shares to the participants in LTIP 2018 in accordance with the terms and conditions of the programme.
- The participants' right to receive shares are conditional upon having fulfilled all terms and conditions of LTIP 2018.

- The shares shall be transferred within the time period set out in the terms and conditions of LTIP 2018.
- The shares shall be transferred free of charge.

The rationale for the proposed transfer of own shares and the reason for the deviation from the shareholders' preferential rights is to enable delivery of shares to the participants in LTIP 2018.

**Item 8: Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2019 by reason of the previous resolution regarding LTIP 2019**

The board of directors proposes that, in order to secure delivery of shares at exercise of the performance share rights in accordance with the previously resolved long-term incentive programme LTIP 2019, the general meeting resolves to transfer own shares to the participants in LTIP 2019 in accordance with below. The rationale for the board of directors' proposal is that, by reason of the merger with Nordic Waterproofing Holding A/S, a general meeting resolution is required to transfer shares in accordance with the programme.

Transfer of a maximum of 99,455 own shares may occur on the following terms and conditions:

- The right to receive shares shall, with deviation from the shareholders' preferential rights, be granted to the participants in LTIP 2019 with a right for each of the participants to receive no more than the maximum number of shares allowed under the terms and conditions for LTIP 2019. Furthermore, subsidiaries within the Nordic Waterproofing-group shall have the right to, free of consideration, receive shares, whereafter such a subsidiary shall be obliged to immediately, free of consideration, transfer such shares to the participants in LTIP 2019 in accordance with the terms and conditions of the programme.
- The participants' right to receive shares are conditional upon the fulfilment of all terms and conditions of LTIP 2019.
- The shares shall be transferred within the time period set out in the terms and conditions of LTIP 2019.
- The shares shall be transferred free of charge.

The number of shares that may be transferred to the participants in LTIP 2019 may be re-calculated due to share issues, splits, reverse splits and/or similar dispositions in accordance with the terms and conditions of LTIP 2019.

The rationale for the proposed transfer of own shares and the reason for the deviation from the shareholders' preferential rights is to enable delivery of shares to the participants in LTIP 2019.

**Item 9: Resolution on transfer of own shares to the participants in the long-term incentive programme LTIP 2020 by reason of the previous resolution regarding LTIP 2020**

The board of directors proposes that, in order to secure delivery of shares at exercise of the performance share rights in accordance with the previously resolved long-term incentive programme LTIP 2020, the general meeting resolves to transfer own shares to the participants in LTIP 2020 in accordance with below. The rationale for the board of directors' proposal is that, by reason of the merger with Nordic Waterproofing Holding A/S, a general meeting resolution is required to transfer shares in accordance with the programme.

Transfer of a maximum of 99,780 own shares may occur on the following terms and conditions:

- The right to receive shares shall, with deviation from the shareholders' preferential rights, be granted to the participants in LTIP 2020 with a right for each of the participants to receive no more than the maximum number of shares allowed under the terms and conditions for LTIP 2020. Furthermore, subsidiaries within the Nordic Waterproofing-group shall have the right to, free of consideration, receive shares, whereafter such a subsidiary shall be obliged to immediately, free of consideration, transfer such shares to the participants in LTIP 2020 in accordance with the terms and conditions of the programme.
- The participants' right to receive shares are conditional upon the fulfilment of all terms and conditions of LTIP 2020.

- The shares shall be transferred within the time period set out in the terms and conditions of LTIP 2020.
- The shares shall be transferred free of charge.

The number of shares that may be transferred to the participants in LTIP 2020 may be re-calculated due to share issues, splits, reverse splits and/or similar dispositions in accordance with the terms and conditions of LTIP 2020.

The rationale for the proposed transfer of own shares and the reason for the deviation from the shareholders' preferential rights is to enable delivery of shares to the participants in LTIP 2020.

### **Special majority requirements**

For a valid resolution on the proposals pursuant to item 7-9, the proposals have to be supported by shareholders with at least nine-tenths (9/10) of the votes cast as well as the shares represented at the meeting.

### **Documents**

The complete proposals and other documents that shall be made available prior to the general meeting pursuant to the Swedish Companies Act will be made available at the company and on the company's website, [www.nordicwaterproofing.com](http://www.nordicwaterproofing.com), no later than three weeks prior to the general meeting. The documents will also be sent free of charge to shareholders who so request and provide their address to the company. The documents are presented by being available at the company and on the company's website. In other respects, the complete proposals are provided under the respective item in this notice. The general meeting share register will be available at the company's head office, Rönnowsgatan 12, Helsingborg, Sweden.

### **Information at the general meeting**

The board of directors and CEO shall, if any shareholder so requests and the board of directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda.

Request for such information shall be made in writing to the company no later than ten (10) days prior to the general meeting, i.e. no later than 14 June 2021, at the address Nordic Waterproofing Holding AB, Rönnowsgatan 12, 252 25 Helsingborg or by email to [egm@nordicwaterproofing.com](mailto:egm@nordicwaterproofing.com). Such a request should include the name of the shareholder including such shareholder's personal or organisation number. It is also recommended that the submission includes the shareholder's postal address, email address and telephone number. The information will be available on the company's website [www.nordicwaterproofing.com](http://www.nordicwaterproofing.com) and at the company's head office at Rönnowsgatan 12 in Helsingborg no later than 19 June 2021. The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address.

### **Number of shares and votes**

The total number of shares and votes in the company amounts as per the date of this notice to 24,083,935. The company holds 175,737 own shares.

### **Processing of personal data**

For information on how your personal data is processed in connection with the general meeting, visit <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Helsingborg in May 2021  
Nordic Waterproofing Holding AB (publ)  
*The Board of Directors*

**For further information, please contact:**

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**Nordic Waterproofing in brief**

Nordic Waterproofing is one of the leading providers in the waterproofing market in northern Europe. The Company provides high-quality products and solutions for waterproofing in Sweden, Finland, Denmark, Norway, Belgium, the Netherlands, Poland, the United Kingdom and Germany. Nordic Waterproofing also provides installation services through wholly-owned subsidiaries In Finland, a part-owned subsidiary in Norway and through part-owned franchise companies in Denmark. The Company markets its products and solutions under several brands, all with an extensive heritage, most of which are among the most established and well-recognized brands in their respective markets, such as Mataki, Trebolit, Phønix Tag Materialer, Kerabit, Byggpartner, SealEco, Distri Pond, SPT-Painting, Seikat, Taasinge Elementer, RVT, Urban Green and Veg Tech. Nordic Waterproofing Holding AB is listed in the Mid Cap segment on Nasdaq Stockholm with the stock ticker NWG.

For more information about Nordic Waterproofing, visit [www.nordicwaterproofing.com](http://www.nordicwaterproofing.com).